Brian D. Siff (BS 6135) Richard LaCava (RL 1671) Peter Lambrianakos (PL 5075) DICKSTEIN SHAPIRO LLP 1177 Avenue of the Americas New York, New York 10036 (212) 277-6500 Attorneys for Plaintiff

> UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ARQUEST, INC.,

Civ. Action No.: 1:07-cv-11202 (CM)

Plaintiff,

**ECF** Case

٧.

Jury Demanded

KIMBERLY-CLARK WORLDWIDE, INC.,

Defendant.

## DECLARATION OF MATTHEW J. RINALDI IN OPPOSITION TO DEFENDANT'S MOTION TO DISMISS, OR IN THE ALTERNATIVE, MOTION TO TRANSFER

- I, Matthew J. Rinaldi, hereby declare as follows:
- 1. I am the President and Chief Operating Officer of plaintiff, Arquest, Inc. I submit this declaration in opposition to the motion of defendant, Kimberly-Clark Worldwide, Inc. ("KCWW"), to dismiss or, in the alternative, to transfer this case. I have personal knowledge of the matters set forth in this declaration.
- 2. Arquest is a privately-held corporation based in Cranbury, New Jersey. Arquest is in the business of designing, manufacturing and distributing private-label diapers and training pants. Arquest has approximate annual revenues of \$125 million.
- I have been an employee of Arquest for 16 years. In 2006, I succeeded my father, 3. John Rinaldi, as President and Chief Operating Officer of Arquest. In my current position, I have supervisory authority over all aspects of Arquest's business.

- 4. Arquest designs and develops its products at its headquarters in Cranbury, New Jersey, and in East Camden, Arkansas. Arquest's products are manufactured in Arkansas.
- Arquest's documents relating to its business activities are located in its New
  Jersey and Arkansas facilities.
- 6. Arquest chose to file this suit in the Southern District of New York in order to minimize its costs and maximize its convenience. Arquest has a strong interest in limiting the costs of this litigation, especially in view of KCWW's relative size and financial strength. Since Arquest's counsel is located in the Southern District of New York, filing here, rather than in the District of New Jersey where Arquest is headquartered, allows Arquest to avoid retaining local counsel while at the same time providing for a convenient forum for its potential witnesses, at least two of whom are based in Cranbury, New Jersey, less than 50 miles from the courthouse.
- 7. Arquest has no ties with the Northern District of Texas. Arquest has no facilities, operations, or employees in the Northern District of Texas, and its sole contact with that district is that its products may ultimately be sold to consumers there.
- 8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed in Cranbury, New Jersey, on this 19th day of February, 2008.

Matthew J. Rinaldi